

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3284-LTS

PUERTO RICO SALES TAX FINANCING
CORPORATION ("COFINA"),

Debtor.

-----X

**COVER SHEET TO FIRST MONTHLY FEE APPLICATION OF O'NEILL &
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE FINANCIAL
OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS
REPRESENTATIVE OF DEBTOR, PUERTO RICO SALES TAX FINANCING
CORPORATION ("COFINA") FOR THE PERIOD OF MAY 5, 2017 THROUGH
SEPTEMBER 30, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	May 5, 2017 through September 30, 2017
Amount of compensation sought as actual, reasonable and necessary (100%):	\$19,481.40
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$2,174.74
Total compensation (90%) and expenses requested to be paid:	\$19,708.00

This is a: X monthly (consolidated) ___ interim ___ final application

On October 20, 2017 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012

Attn: Professor Arthur J. González
FOMB Board Member
and

Proskauer Rose LLP,
Eleven Times Square
New York, NY 10036

Attn: Martin J. Bienenstock, Esq.
Ehud Barak, Esq.,
and

Proskauer Rose LLP
70 West Madison Street
Chicago, IL 60602

Attn: Paul V. Possinger, Esq.

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower
7 Times Square
New York, NY 10036

Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee
for the District of Puerto Rico
Edificio Ochoa

500 Tanca Street
San Juan, PR 00901

(In re: Commonwealth of Puerto Rico)

Fee Examiner:

Godfrey & Kahn, S.C.
One East Main Street
Suite 500
Post Office Box 2719
Madison, WI 53701-2719
Attn: Brady C. Williamson

Co-Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
New York, NY 10166

Attn: Luc. A. Despins, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
and

Casillas, Santiago & Torres, LLC (Proposed)
El Caribe Office Building
53 Palmeras Street, Suite 1601

San Juan, PR 00901-2419

Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Añeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP

919 Third Avenue

New York, NY 1022-3908

Attn: Robert Gordon, Esq.
Richard Levin, Esq.

And

Bennazar, García & Millian, C.S.P.

Edificio Union Plaza, PH-A Piso 18

416 Ave. Ponce de León

Hato Rey, PR 00918

Attn: A.J. Bennazar-Zequeira, Esq.

Consolidated Fee Statement

Period	Fees requested to be paid (100%)	Fees requested to be paid (90%)	Expenses requested to be paid (100%)	Total Fees and Expenses requested to be paid
May 5, 2017 through May 31, 2017	5,067.45	4,560.71	19.75	\$ 4,580.46
June 1, 2017 through June 30, 2017	5,385.15	4,846.64	1,648.85	\$ 6,495.49
July 1, 2017 through July 31, 2017	2,483.55	2,235.20	25.50	\$ 2,260.70
August 1, 2017 through August 31, 2017	4,306.50	3,875.85	480.64	\$ 4,356.49
September 1, 2017 through September 30, 2017	2,238.75	2,014.88	-	\$ 2,014.88
TOTALS	19,481.40	17,533.26	2,174.74	\$ 19,708.00

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$17,533.26, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$2,174.74) in the total amount of \$19,708.00.

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3284-LTS

PUERTO RICO SALES TAX FINANCING
CORPORATION ("COFINA"),

Debtor.

-----X

**COVER SHEET TO FIRST MONTHLY FEE APPLICATION OF O'NEILL &
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE FINANCIAL
OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS
REPRESENTATIVE OF DEBTOR, PUERTO RICO SALES TAX FINANCING
CORPORATION ("COFINA") FOR THE PERIOD OF MAY 5, 2017 THROUGH
MAY 31, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant O'Neill & Borges LLC ("O&B")

Authorized to provide professional services to: Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)

Time period covered by this application: May 5, 2017 through May 31, 2017

Amount of compensation sought as actual, reasonable and necessary: \$5,067.45

Amount of expense reimbursement sought as actual, reasonable and necessary: \$19.75

Total amount for this invoice: \$5,087.20

This is a: X monthly ___ interim ___ final application

This is O&B's first monthly fee application in these cases.

On October 20, 2017 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A

New York, NY 10012

Attn: Professor Arthur J. González

FOMB Board Member

and

Proskauer Rose LLP,

Eleven Times Square

New York, NY 10036

Attn: Martin J. Bienenstock, Esq.

Ehud Barak, Esq.,

and

Proskauer Rose LLP

70 West Madison Street

Chicago, IL 60602

Attn: Paul V. Possinger, Esq.

Counsel for AAFAF:

O'Melveny & Myers LLP

Times Square Tower

7 Times Square

New York, NY 10036

Attn: John J. Rapisardi, Esq.

Suzanne Uhland, Esq.

Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee

for the District of Puerto Rico

Edificio Ochoa

500 Tanca Street

San Juan, PR 00901

(In re: Commonwealth of Puerto Rico)

Fee Examiner:

Godfrey & Kahn, S.C.

One East Main Street

Suite 500

Post Office Box 2719

Madison, WI 53701-2719

Attn: Brady C. Williamson

Co-Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP

200 Park Avenue

New York, NY 10166

Attn: Luc. A. Despina, Esq.

Andrew V. Tenzer, Esq.

Michael E. Comerford, Esq.

G. Alexander Bongartz, Esq.

and

Casillas, Santiago & Torres, LLC (Proposed)

El Caribe Office Building

53 Palmeras Street, Suite 1601

San Juan, PR 00901-2419

Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Añeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP

919 Third Avenue

New York, NY 1022-3908

Attn: Robert Gordon, Esq.
Richard Levin, Esq.

And

Bennazar, García & Millian, C.S.P.

Edificio Union Plaza, PH-A Piso 18

416 Ave. Ponce de León

Hato Rey, PR 00918

Attn: A.J. Bennazar-Zequeira, Esq.

Summary of Legal Fees for the Period May 5, 2017 through May 31, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Alfredo Alvarez Ibanez	Member	Corporate	\$ 295.00	4.90	\$ 1,445.50
Hermann D. Bauer	Member	Litigation	\$ 280.00	5.50	\$ 1,540.00
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 195.00	2.80	\$ 546.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 165.00	3.70	\$ 610.50
Maria E. Santos Roca	Associate	Litigation	\$ 155.00	3.10	\$ 480.50
Emiliano Trigo Fritz	Associate	Corporate	\$ 180.00	5.60	\$ 1,008.00

Totals 25.60 \$ 5,630.50

Less: 10% Courtesy discount \$ (563.05)

SUMMARY OF LEGAL FEES	\$ 5,067.45
------------------------------	--------------------

Summary of Disbursements for the Period May 5, 2017 through May 31, 2017

Description - Expenses	Amounts
Clerk US District Court, Fee for Application for Admission Pro Hac Vice for Martin J. Bienenstock-UMF	\$ 300.00
Clerk US District Court, Fee for Application for Admission Pro Hac Vice for Timothy E. Mungovan-UMF	\$ 300.00
Clerk US District Court, Fee for Application of Admission Pro Hac Vice for Stephen L. Ratner-UMF	\$ 300.00
Duplicating	\$ 4.75
Messenger Delivery	\$ 15.00

Totals \$ 919.75

**Less: Payment Received from Proskauer Rose
LLP. to cover Admission Pro Hac Vice for named
attorneys** \$ (900.00)

SUMMARY OF DISBURSEMENTS	\$ 19.75
---------------------------------	-----------------

Summary of Legal Fees for the Period May 5, 2017 through May 31, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
203	Hearings and other non-filed communications with the Court	0.40	\$ 78.00
206	Documents Filed on Behalf fo the Board	8.90	\$ 1,509.50
209	Adversary Proceeding	1.20	\$ 336.00
210	Analysis and Strategy	13.10	\$ 3,247.00
212	General Administration	2.00	\$ 460.00
			<u>\$ 5,630.50</u>
Less: 10% Courtesy Discount			\$ (563.05)
TOTALS		25.60	\$ 5,067.45

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$4,560.71, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$19.75) in the total amount of \$4,580.46.

Exhibit A

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800

SAN JUAN, PR 00918-1813

TEL. (787) 764-8181

FAX (787) 753-8944

O'NEILL & BORGES LLC

August 28, 2017

Bill #: 307705

Billing Attorney: CGB

FOMB IN RE COFINA TITLE III

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
May 31, 2017:

Client.Matter: P1702 - 0

RE: GENERAL

Total Professional Services	\$ 2,154.00
Less Discount	<u>\$ -215.40</u>
Net Professional Services	\$ 1,938.60
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 1,938.60

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1702 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
5/11/17	AAI	210	Continue analyzing cofina vs. GOs issues.(1.40) Prepared for conf. call regarding COFINA structure.(.30) participate in Conf. with Proskauer team. (1.10)	2.80	295.00	826.00
5/11/17	ETF	210	Call with Proskauer regarding COFINA structure.(1.10) Reviewing Nixon Peabody 2009 COFINA opinion.(1.90) Reviewing flow of pledged sales tax per COFINA resolution.(1.20)	4.20	180.00	756.00
5/22/17	ETF	212	Reviewing OMM and Dentons memo regarding COFINA.	1.00	180.00	180.00
5/26/17	HDB	210	Consultation regarding COFINA legislative history.(.20) Draft e-mails and review issues regarding same.(.20)	.40	280.00	112.00
5/27/17	HDB	212	Review and analyze COFINA Legislative history.	1.00	280.00	280.00

TOTAL PROFESSIONAL SERVICES \$ 2,154.00

Less Discount \$ -215.40

NET PROFESSIONAL SERVICES: \$ 1,938.60

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
ALFREDO ALVAREZ IBANEZ	2.80	295.00	826.00
HERMANN BAUER	1.40	280.00	392.00
EMILIANO TRIGO FRITZ	5.20	180.00	936.00
Total	9.40		\$ 2,154.00

O'Neill & Borges LLC

Bill #: 307705

August 28, 2017

TOTAL THIS INVOICE

\$ 1,938.60

ES2 AVE MUNOZ RIVERA, Desc: 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE COFINA TITLE III

October 17, 2017
Bill #: 311106
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
May 31, 2017:

Client.Matter: P1702 - 0

RE: GENERAL

Total Professional Services	\$ 3,476.50
Less Discount	<u>\$ -347.65</u>
Net Professional Services	\$ 3,128.85
Total Reimbursable Expenses	<u>\$ 919.75</u>
TOTAL THIS INVOICE	\$ 4,048.60
Credits Applied	<u>\$ -900.00</u>
BALANCE DUE THIS INVOICE	\$ 3,148.60

IN ACCOUNT WITH

2557 AVE. MANCINI RIVERA, P.O. BOX 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1702 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
5/05/17	AAI	210	Review draft of letter regarding desire to restructure; (1.50) Conf. with H. Bauer and E. Trigo regarding the same; (.30) continue analyzing COFINA funds issues and collateral. (.30)	2.10	295.00	619.50
5/05/17	HDB	210	Review edits to COFINA "desire" letter by AFAAF and draft e-mail regarding same. (.80) Several calls with Proskauer and OMM regarding draft letter. (.60) Review issues and e-mails, protocols and documents. (.30) Prepare for file COFINA Title III and finalize cover and category sheets. (.40)	2.10	280.00	588.00
5/05/17	UMF	206	Drafting and reviewing petition documents and finalize for filing through CM/ECF system.	2.40	195.00	468.00
5/05/17	DJP	206	Assist and support attorney Hermann D. Bauer in reviewing, analyzing, and finalizing the drafts of all relevant documents and filings needed in order to initiate Title III Case under PROMESA related to COFINA.	3.40	165.00	561.00
5/05/17	MSR	206	Producing and finalizing Title III petition for the Puerto Rico Sales Tax Financing Corporation (COFINA), and file the petition through the federal filing system.	2.00	155.00	310.00
5/05/17	ETF	210	Revising additional comments by OMM regarding letter requesting that COFINA enter Title III.	.40	180.00	72.00
5/08/17	HDB	210	Draft e-mails and review issues regarding PHV's for Proskauer.	.40	280.00	112.00
5/08/17	DJP	210	Discuss and develop legal strategy pertaining to various filings to be made in the COFINA Title III case.	.30	165.00	49.50
5/08/17	MSR	206	Prepare pro hac vice motions for M. Bienenstock and S. Rutsky to be filed in Title III petition for Puerto Rico Sales Tax Financing Corporation (COFINA).	.60	155.00	93.00

Bill #: 311106

October 17, 2017

5/16/17	UMF	203	Reviewing pleadings delivered to Chambers in anticipation of hearing and assign preparation of same documents.	.40	195.00	78.00
5/16/17	MSR	206	Prepare notice and file certificate of service sent from Prime Clerk.	.50	155.00	77.50
5/23/17	HDB	209	Tel. conf. S. Ratner. (.30) Edit draft motion regarding BONY Adversary Proceeding, and file the same. (.70) Review submissions and memoranda of law and submissions regarding interpleader by Ambac and National. (.20)	1.20	280.00	336.00
5/25/17	HDB	210	Review issues regarding COFINA flow of funds. Draft e-mails regarding same.	.40	280.00	112.00

TOTAL PROFESSIONAL SERVICES \$ 3,476.50

Less Discount \$ -347.65

NET PROFESSIONAL SERVICES: \$ 3,128.85

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
ALFREDO ALVAREZ IBANEZ	2.10	295.00	619.50
HERMANN BAUER	4.10	280.00	1,148.00
UBALDO M. FERNANDEZ BARRERA	2.80	195.00	546.00
DANIEL J. PEREZ REFOJOS	3.70	165.00	610.50
MARIA E. SANTOS ROCA	3.10	155.00	480.50
EMILIANO TRIGO FRITZ	.40	180.00	72.00
Total	16.20		\$ 3,476.50

EXPENSES

Date	Description	Amount
5/30/17	CLERK US DISTRICT COURT, FEE FOR APPLICATION FOR ADMISSION PRO HAC VICE FOR MARTIN J. BIENENSTOCK-UMF	300.00
5/30/17	CLERK US DISTRICT COURT, FEE FOR APPLICATION FOR ADMISSION PRO HAC VICE FOR TIMOTHY E. MUNGOVAN-UMF	300.00

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

Bill #: 311106

October 17, 2017

5/30/17	CLERK US DISTRICT COURT, FEE FOR APPLICATION OF ADMISSION PRO HAC VICE FOR STEPHEN L. RATNER-UMF	300.00
5/31/17	DUPLICATING - AS OF 5/31/17 (16 Copies @ \$.25)	4.00
5/31/17	DUPLICATING - AS OF 5/31/17 (1 Copies @ \$.25)	.25
5/31/17	DUPLICATING - AS OF 5/31/17 (1 Copies @ \$.25)	.25
5/31/17	DUPLICATING - AS OF 5/31/17 (1 Copies @ \$.25)	.25
5/31/17	MESSENGER DELIVERY - 5/31/17	15.00

TOTAL REIMBURSABLE EXPENSES \$ 919.75

TOTAL THIS INVOICE \$ 4,048.60

Credits Applied \$ -900.00

BALANCE DUE THIS INVOICE \$ 3,148.60

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3284-LTS

PUERTO RICO SALES TAX FINANCING
CORPORATION ("COFINA"),

Debtor.

-----X

**COVER SHEET TO SECOND MONTHLY FEE APPLICATION OF O'NEILL &
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE FINANCIAL
OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS
REPRESENTATIVE OF DEBTOR, PUERTO RICO SALES TAX FINANCING
CORPORATION ("COFINA") FOR THE PERIOD OF JUNE 1, 2017 THROUGH
JUNE 30, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	June 1, 2017 through June 30, 2017
Amount of compensation sought as actual, reasonable and necessary:	\$5,385.15
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$1,648.85
Total amount for this invoice:	\$7,034.00

This is a: X monthly ___ interim ___ final application

This is O&B's second monthly fee application in these cases.

On October 20, 2017 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. González
FOMB Board Member

and

Proskauer Rose LLP,
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak, Esq.,

and

Proskauer Rose LLP
70 West Madison Street
Chicago, IL 60602
Attn: Paul V. Possinger, Esq.

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower
7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee
for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Fee Examiner:

Godfrey & Kahn, S.C.
One East Main Street
Suite 500
Post Office Box 2719
Madison, WI 53701-2719
Attn: Brady C. Williamson

Co-Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
and
Casillas, Santiago & Torres, LLC (Proposed)
El Caribe Office Building
53 Palmeras Street, Suite 1601

San Juan, PR 00901-2419

Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Añeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP

919 Third Avenue

New York, NY 1022-3908

Attn: Robert Gordon, Esq.
Richard Levin, Esq.

And

Bennazar, García & Millian, C.S.P.

Edificio Union Plaza, PH-A Piso 18

416 Ave. Ponce de León

Hato Rey, PR 00918

Attn: A.J. Bennazar-Zequeira, Esq.

Summary of Legal Fees for the Period June 1, 2017 through June 30, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Carla Garcia Benitez	Member	Litigation	\$ 325.00	2.00	\$ 650.00
Pedro R. Pierluisi	Member	Corporate	\$ 390.00	0.50	\$ 195.00
Hermann D. Bauer	Member	Litigation	\$ 280.00	3.00	\$ 840.00
Ubaldo M. Fernandez Barrera	Associate	Litigation	\$ 195.00	9.60	\$ 1,872.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 165.00	1.10	\$ 181.50
Gabriel L. Olivera Dubon	Associate	Litigation	\$ 175.00	5.90	\$ 1,032.50
Milagros Marciano Baez	Paralegal	Corporate	\$ 125.00	9.70	\$ 1,212.50

Totals **31.80** **\$ 5,983.50**

Less: 10% Courtesy discount **\$ (598.35)**

SUMMARY OF LEGAL FEES	\$ 5,385.15
------------------------------	--------------------

Summary of Disbursements for the Period June 1, 2017 through June 30, 2017

Description - Expenses	Amounts
Certified Check Fee-CGB	\$ 15.00
Clerk US District Court, Application for Admission Pro Hac Vice for A.M. Ashton, C.L. Febus, J.E. Richman, R.C. Ferrara and P.V. Possinger-CGB	\$ 1,500.00
Duplicating	\$ 113.50
Duplicating-Color	\$ 7.60
Postage	\$ 12.75

Totals **\$ 1,648.85**

SUMMARY OF DISBURSEMENTS	\$ 1,648.85
---------------------------------	--------------------

Summary of Legal Fees for the Period June 1, 2017 through June 30, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	2.00	\$ 390.00
206	Documents Filed on Behalf fo the Board	4.30	\$ 794.00
207	Non-Board Court Filings	3.40	\$ 1,042.00
208	Stay Matters	0.30	\$ 84.00
209	Adversary Proceeding	10.80	\$ 2,042.00
210	Analysis and Strategy	1.60	\$ 456.50
212	General Administration	4.00	\$ 500.00
219	Docketing	5.40	\$ 675.00
			\$ 5,983.50
Less: 10% Courtesy Discount			\$ (598.35)
TOTALS		31.80	\$ 5,385.15

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$4,846.64, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$1,648.85) in the total amount of \$6,495.49.

Exhibit A

O'NEILL & BORGES LLC

FOMB IN RE COFINA TITLE III

July 31, 2017
Bill #: 304833
Billing Attorney: AAI

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
June 30, 2017:

Client.Matter: P1702 - 0

RE: GENERAL

Total Professional Services	\$ 5,138.50
Less Discount	<u>\$ -513.85</u>
Net Professional Services	\$ 4,624.65
Total Reimbursable Expenses	<u>\$ 1,648.85</u>
TOTAL THIS INVOICE	\$ 6,273.50

Electronic Invoice

O'NEILL & BORGES LLC

Client.Matter: P1702 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
6/01/17	UMF	209	Review memorandum opinion and order entered by the Court as to interpleader action (.60) and drafting email to H. Bauer on same ruling. (.20)	.80	195.00	156.00
6/05/17	HDB	210	Review Adversary Complaints and Exhibits filed on June 3, 2017 by Plaintiffs Assured Guaranty Corp. and Assured Guaranty Municipal Corp., Financial Guaranty Insurance Company, and National Public Finance Guarantee Corporation against Defendants Commonwealth of Puerto Rico, COPINA, Financial Oversight and Management Board for Puerto Rico, Puerto Rico Fiscal Agency and Financial Advisory Authority, P Hon. Ricardo Antonio Rosselló Nevares, Gerardo Portela Franco, Carlos Contreras Aponte, José Iván Marrero Rosado, Hon. Raúl Maldonado Gautier, and Natalie A. Jaresko, in the Adversary Proceeding Assured Guaranty Corp. et al. v. Commonwealth of P. R. et al. Case No. 17-00155-LTS (in Case No. 17-03283-LTS), and Case No. 17-00156-LTS (in Case No. 17-03567-LTS).	.80	280.00	224.00
6/05/17	MMB	219	Docket court notice received by mail dated May 31, 2017, regarding transcript of hearing of May 30, 2017, on order to show cause - H. Bauer.	.30	125.00	37.50
6/05/17	MMB	219	Docket court notice received by mail dated June 2, 2017, regarding omnibus hearings - H. Bauer.	.30	125.00	37.50
6/06/17	UMF	202	Reviewing local rules on responses and objections to motions (.50) and drafting email to J. Alonzo on same matter. (.20)	.70	195.00	136.50
6/06/17	MMB	219	Docket court notice received by mail dated June 6, 2017, regarding various deadlines - H. Bauer.	.30	125.00	37.50

Bill #: 304833

July 31, 2017

6/08/17	UMF	209	Receive and review urgent motion filed by the Funds for clarification of order.	.60	195.00	117.00
6/08/17	MMB	219	Docket court notice received by mail dated June 8, 2017, regarding order granting [165] Motion Requesting Shortened Notice and Expedited Consideration filed by the Puerto Rico Funds and the Mutual Fund Group - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
6/12/17	UMF	209	Receive and review subpoena from AMBAC, Whitebox, National and Senior Bondholders, (.60) and draft email to J. El Koury regarding same subpoena. (.10)	.70	195.00	136.50
6/14/17	MMB	219	Docket court notice received by mail dated June 13, 2017, regarding order on docket entries 310, case 17-03283 - H. Bauer, U. Fernandez, D. Pérez.	.60	125.00	75.00
6/14/17	MMB	212	Conference with U. Fernandez regarding preparation of binder, documents to be included. Download documents, prepared binder, as requested by U. Fernandez.	4.00	125.00	500.00
6/15/17	MMB	219	Docket court notices received by mail dated June 15, 2017, regarding opposition to MLS, reply to opposition in the cases of Sucesión Mandry and Pizarro H. Bauer, U. Fernández, D. Pérez.	.30	125.00	37.50
6/16/17	GOD	209	Review the answer to complaint and finalize for filing.	.70	175.00	122.50
6/16/17	MMB	219	Docket court notice received by mail dated June 16, 2017, regarding opposition to motion for relief from stay dkt. 343 H. Bauer, U. Fernández, D. Pérez.	.30	125.00	37.50
6/17/17	HDB	207	Review Answer to complaint , Crossclaim by Pandora Select Partners, L.P., Whitebox Asymmetric Partners, L.P., Whitebox Institutional Partners, L.P., Whitebox Multi Strategy Partners, L.P., Whitebox Term Credit Fund I L.P. against COFINA.	.30	280.00	84.00
6/17/17	HDB	207	Receive and review Mutual Funds Group's Answer and Affirmative Claims to the Disputed Funds [Adv. Proc. Docket No. 192], filed a few minutes ago in connection with the Adversary Proceeding styled The Bank of New York Mellon, as Trustee v. Puerto Rico Sales Tax Financing Corp. (COFINA), et al., Adv. Proc. No. 17-00133 (D.P.R.).	.30	280.00	84.00

Bill #: 304833

July 31, 2017

6/21/17	HDB	208	Receive and review Objection of the COFINA Senior Bondholders' Coalition to the Puerto Rico Funds and Mutual Fund Group's Motion for Relief from the Automatic Stay (docket no. 168), filed today, June 21, 2017 in the bankruptcy case styled In re: The Financial Oversight and Management Board for Puerto Rico, as Representative of Puerto Rico Sales Tax Financing Corporation (COFINA), Case No. 17-3284-LTS	.30	280.00	84.00
6/21/17	UMF	209	Reviewing and analyzing responses and objection to discovery requests in BNYM Adversary Proceeding (17-133).	1.70	195.00	331.50
6/21/17	DJP	206	Incorporate final changes to motion for pro hac admission of Steven O. Weise, and file such document in the case of caption through the court's electronic filing system, and make arrangement so that the admission fee is paid for at the Clerk's Office for the District Court.	.20	165.00	33.00
6/21/17	DJP	206	Review Opposition of the Financial Oversight and Management Board for Puerto Rico to the Motion for Relief from the Automatic Stay Filed by the Puerto Rico Funds and Mutual Fund Group; file same in the case of caption through the court's electronic filing system; draft and send email to presiding judge attaching the filed version of the motion; and coordinate so that physical copies of the same are sent to her chambers at the Puerto Rico District Court.	.30	165.00	49.50
6/21/17	MMB	219	Continue work on report on MLS's filed and court action thereon, as requested by U. Fernandez.	.80	125.00	100.00
6/22/17	MMB	219	Docket court notice received by mail dated June 21, 2017, regarding attendees to Index and circulate Index and circulate first omnibus hearing - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50

Bill #: 304833

July 31, 2017

6/23/17	HDB	207	Receive and review COFINA Senior Bondholders' Coalition (i) answers to Ambac Assurance Corporation's Answer and Counterclaims (Doc. 224); (ii) Answer to the Answer of Interpleader Defendants Assured Guaranty Corp. and Assured Guaranty Municipal Corp. and Affirmative Claims to the Disputed Funds (Doc. 225); (iii) Answer to the Mutual Fund Group's Answer and Affirmative Claims to the Disputed Funds (Doc. 226); (iv) Answer to National's Answer to Interpleader Complaint and Statement of Claim (Doc. 227); (v) Answer to the Answer and Affirmative Defenses of the Puerto Rico Funds and Affirmative Claim to Interpleader Funds (Doc. 228); and Answer to Whitebox's Answer, Crossclaims, and Claims for Affirmative Relief (Doc. 229)	.60	280.00	168.00
6/23/17	HDB	206	Revise (i) COFINA's Answer to Counterclaims and Cross-Claims by the COFINA Senior Bondholders' Coalition and (ii) COFINA's Answer to Crossclaims and Claims for Affirmative Relief by Whitebox.	.50	280.00	140.00
6/23/17	HDB	207	Receive and review BNYM's Informative Motions and Stipulations with Ambac Assurance Corporation and COFINA Senior Bondholders' Coalition [Adv. Proc. Dockets No. 212 and 213], filed in connection with the Adversary Proceeding styled The Bank of New York Mellon, as Trustee v. Puerto Rico Sales Tax Financing Corp. (COFINA), et al., Adv. Proc. No. 17-00133 (D.P.R.).	.20	280.00	56.00
6/23/17	GOD	209	Draft and edit the motion requesting leave to file reply to certain responses as an omnibus reply and exceeding the page limits required by the case management order.	1.00	175.00	175.00
6/23/17	GOD	209	Draft and edit the proposed order for the motion requesting leave to file reply to certain responses as an omnibus reply and exceeding the page limits required by the case management order.	.50	175.00	87.50
6/23/17	GOD	209	Review and file COFINA's Answer to Counterclaims and Cross-Claims by the COFINA Senior Bondholders' Coalition.	.50	175.00	87.50
6/23/17	GOD	209	Review and file COFINA's Answer to Crossclaims and Claims for Affirmative Relief by Whitebox.	.50	175.00	87.50

Bill #: 304833

July 31, 2017

6/24/17	DJP	206	Review and assist in the filing of Omnibus Reply of Debtors to Responses to Motion of Debtors for Order Approving Procedure to Resolve the Commonwealth-COFINA Dispute, and follow the corresponding notification protocols requiring that a copy of such motion be sent to the Judge's Chambers via email and regular mail, as well as notifying Prime Clerk of such filing.	.60	165.00	99.00
6/24/17	GOD	206	Review and file Omnibus Reply of Debtors to Responses to Motion of Debtors for Order Approving Procedure to Resolve the Commonwealth-COFINA Dispute. Follow filing protocol and email Judge Swain's chambers.	.70	175.00	122.50
6/26/17	MMB	219	Review email from H. Bauer regarding MLS of individuals filed. Review case dockets to update report on personal ML Ss.	.40	125.00	50.00
6/29/17	UMF	209	Reviewing and analyzing Puerto Rico law based objections and rules on requests for documents and in preparation for hearing on discovery on COFINA adversary proceedings.(1.30) Drafting email to C. Garcia regarding same responses and objections and research matters. (.40)	1.70	195.00	331.50
6/29/17	MMB	210	Review case dockets. Update chart of MLS filed, as requested by H. Bauer, U. Fernandez.	.30	125.00	37.50
6/30/17	UMF	209	Receive and review emails from M. Dale and P. Friedman on Responses and Objections to AMBAC, COFINA Senior Bond Holders' Coalition, National and Whitebox's Subpoena.	.70	195.00	136.50
6/30/17	UMF	209	Legal research for Puerto Rico provisions on attorney client and financial advisors privileges.	1.40	195.00	273.00
6/30/17	UMF	202	Continue research on attorney-client privilege and drafting email to M. Dale on Responses and Objections to AMBAC, COFINA Senior Bond Holders' Coalition, National and Whitebox's Subpoena.	1.30	195.00	253.50
6/30/17	GOD	206	Draft, edit, and file the Notice of Filing of Creditor Matrix for the Puerto Rico Sales Tax Financing Corporation (COFINA) in compliance with the local rules and court management order. Follow the case management protocol for notifying interested parties and Judge Swain's chambers.	2.00	175.00	350.00

O'Neill & Borges LLC

Bill #: 304833

July 31, 2017

6/30/17	MMB	219	Review case docket. Update chart of Individual MLS, as requested by H. Bauer, U. Fernandez.	1.50	125.00	187.50
---------	-----	-----	---	------	--------	--------

TOTAL PROFESSIONAL SERVICES	\$ 5,138.50
-----------------------------	-------------

Less Discount	<u>\$ -513.85</u>
---------------	-------------------

NET PROFESSIONAL SERVICES:	\$ 4,624.65
----------------------------	-------------

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	3.00	280.00	840.00
UBALDO M. FERNANDEZ BARRERA	9.60	195.00	1,872.00
DANIEL J. PEREZ REFOJOS	1.10	165.00	181.50
GABRIEL L. OLIVERA DUBON	5.90	175.00	1,032.50
MILAGROS MARCANO BAEZ	9.70	125.00	1,212.50
Total	29.30		\$ 5,138.50

EXPENSES

Date	Description	Amount
6/13/17	CLERK US DISTRICT COURT, APPLICATION FOR ADMISSION PRO HAC VICE FOR A.M. ASHTON, C.L. FEBUS, J.E. RICHMAN, R.C. FERRARA AND P.V. POSSINGER-CGB	1,500.00
6/14/17	DUPLICATING - AS OF 6/14/17 (9 Copies @ \$.25)	2.25
6/14/17	DUPLICATING - AS OF 6/14/17 (3 Copies @ \$.25)	.75
6/14/17	DUPLICATING - AS OF 6/14/17 (9 Copies @ \$.25)	2.25
6/14/17	DUPLICATING - AS OF 6/14/17 (35 Copies @ \$.25)	8.75
6/14/17	DUPLICATING - AS OF 6/14/17 (30 Copies @ \$.25)	7.50
6/14/17	DUPLICATING - AS OF 6/14/17 (24 Copies @ \$.25)	6.00
6/14/17	DUPLICATING - AS OF 6/14/17 (5 Copies @ \$.25)	1.25
6/14/17	DUPLICATING - AS OF 6/14/17 (53 Copies @ \$.25)	13.25
6/14/17	DUPLICATING - AS OF 6/14/17 (62 Copies @ \$.25)	15.50
6/14/17	DUPLICATING - AS OF 6/14/17 (77 Copies @ \$.25)	19.25
6/14/17	DUPLICATING - AS OF 6/14/17 (28 Copies @ \$.25)	7.00
6/14/17	DUPLICATING - AS OF 6/14/17 (29 Copies @ \$.25)	7.25
6/14/17	DUPLICATING - AS OF 6/14/17 (5 Copies @ \$.25)	1.25
6/14/17	DUPLICATING - AS OF 6/14/17 (4 Copies @ \$.25)	1.00

00497588; 1

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

O'Neill & Borges LLC

Bill #: 304833

July 31, 2017

6/14/17	DUPLICATING - AS OF 6/14/17 (3 Copies @ \$.25)	.75
6/21/17	DUPLICATING - AS OF 6/21/17 (11 Copies @ \$.25)	2.75
6/21/17	DUPLICATING - AS OF 6/21/17 (2 Copies @ \$.25)	.50
6/21/17	DUPLICATING - AS OF 6/21/17 (1 Copies @ \$.25)	.25
6/21/17	DUPLICATING - AS OF 6/21/17 (8 Copies @ \$.25)	2.00
6/21/17	DUPLICATING - AS OF 6/21/17 (20 Copies @ \$.25)	5.00
6/21/17	DUPLICATING - AS OF 6/21/17 (4 Copies @ \$.25)	1.00
6/21/17	DUPLICATING - AS OF 6/21/17 (4 Copies @ \$.25)	1.00
6/21/17	DUPLICATING - AS OF 6/21/17 (1 Copies @ \$.25)	.25
6/21/17	DUPLICATING - AS OF 6/21/17 (2 Copies @ \$.25)	.50
6/21/17	DUPLICATING - AS OF 6/21/17 (1 Copies @ \$.25)	.25
6/21/17	DUPLICATING - AS OF 6/21/17 (1 Copies @ \$.25)	.25
6/21/17	DUPLICATING - AS OF 6/21/17 (1 Copies @ \$.25)	.25
6/21/17	DUPLICATING - AS OF 6/21/17 (1 Copies @ \$.25)	.25
6/21/17	DUPLICATING - AS OF 6/21/17 (8 Copies @ \$.25)	2.00
6/22/17	DUPLICATING - AS OF 6/22/17 (11 Copies @ \$.25)	2.75
6/27/17	CERTIFIED CHECK FEE-CGB	15.00
6/28/17	DUPLICATING - AS OF 6/28/17 (2 Copies @ \$.25)	.50
6/28/17	DUPLICATING-COLOR- AS OF 6/28/17 (14 Copies @ \$.40)	5.60
6/28/17	DUPLICATING-COLOR- AS OF 6/28/17 (5 Copies @ \$.40)	2.00
6/28/17	POSTAGE - As of 06-30-2017	12.75

TOTAL REIMBURSABLE EXPENSES \$ 1,648.85

TOTAL THIS INVOICE \$ 6,273.50

O'NEILL & BORGES LLC

FOMB IN RE COFINA TITLE III

August 28, 2017

Bill #: 307731

Billing Attorney: AAI

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
June 30, 2017:

Client.Matter: P1702 - 0**RE: GENERAL**

Total Professional Services	\$ 845.00
Less Discount	<u>\$ -84.50</u>
Net Professional Services	\$ 760.50
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 760.50

O'NEILL & BORGES LLC

Client.Matter: P1702 . 0
 RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
6/03/17	PRP	210	Review and analysis of Denton's memo on the relative rights and claims of the GO and COFINA creditors.	.50	390.00	195.00
6/30/17	CGB	207	Review and analyze objection to privilege claims by COFINA Senior Bondholders' Coalition (.70); Review and analyze Puerto Rico R. of Evidence creating attorney-client privilege and other local law resources to ascertain intended scope (.60); Review and revise Draft summary of pertinent analysis.(.70)	2.00	325.00	650.00

TOTAL PROFESSIONAL SERVICES \$ 845.00

Less Discount \$ -84.50

NET PROFESSIONAL SERVICES: \$ 760.50

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
PIERLUISI, PEDRO R.	.50	390.00	195.00
CARLA GARCIA-BENITEZ	2.00	325.00	650.00
Total	2.50		\$ 845.00

TOTAL THIS INVOICE \$ 760.50

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3284-LTS

PUERTO RICO SALES TAX FINANCING
CORPORATION ("COFINA"),

Debtor.

-----X

**COVER SHEET TO THIRD MONTHLY FEE APPLICATION OF O'NEILL &
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE FINANCIAL
OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS
REPRESENTATIVE OF DEBTOR, PUERTO RICO SALES TAX FINANCING
CORPORATION ("COFINA") FOR THE PERIOD OF JULY 1, 2017 THROUGH
JULY 31, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	July 1, 2017 through July 31, 2017
Amount of compensation sought as actual, reasonable and necessary:	\$2,483.55
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$25.50
Total amount for this invoice:	\$2,509.05

This is a: X monthly ___ interim ___ final application

This is O&B's third monthly fee application in these cases.

On October 20, 2017 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. González
FOMB Board Member

and

Proskauer Rose LLP,
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak, Esq.,

and

Proskauer Rose LLP
70 West Madison Street
Chicago, IL 60602
Attn: Paul V. Possinger, Esq.

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower
7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee
for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Fee Examiner:

Godfrey & Kahn, S.C.
One East Main Street
Suite 500
Post Office Box 2719
Madison, WI 53701-2719
Attn: Brady C. Williamson

Co-Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
and
Casillas, Santiago & Torres, LLC (Proposed)
El Caribe Office Building
53 Palmeras Street, Suite 1601

San Juan, PR 00901-2419

Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Afíeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP

919 Third Avenue

New York, NY 10022-3908

Attn: Robert Gordon, Esq.
Richard Levin, Esq.

And

Bennazar, García & Millian, C.S.P.

Edificio Union Plaza, PH-A Piso 18

416 Ave. Ponce de León

Hato Rey, PR 00918

Attn: A.J. Bennazar-Zequeira, Esq.

Summary of Legal Fees for the Period July 1, 2017 through July 31, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 195.00	5.10	\$ 994.50
Daniel J. Perez Refojos	Associate	Litigation	\$ 165.00	1.00	\$ 165.00
Milagros Marcano Baez	Paralegal	Corporate	\$ 125.00	12.80	\$ 1,600.00

Totals 18.90 \$ 2,759.50

Less: 10% Courtesy discount \$ (275.95)

SUMMARY OF LEGAL FEES	\$ 2,483.55
------------------------------	--------------------

Summary of Disbursements for the Period July 1, 2017 through July 31, 2017

Description - Expenses	Amounts
Duplicating	\$ 25.50

Totals \$ 25.50

SUMMARY OF DISBURSEMENTS	\$ 25.50
---------------------------------	-----------------

Summary of Legal Fees for the Period July 1, 2017 through July 31, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
206	Documents Filed on Behalf of the Board	1.00	\$ 165.00
209	Adversary Proceeding	2.30	\$ 448.50
210	Analysis and Strategy	2.80	\$ 546.00
219	Docketing	12.80	\$ 1,600.00
			\$ 2,759.50

Less: 10% Courtesy Discount **\$ (275.95)**

TOTALS	18.90	\$ 2,483.55
---------------	--------------	--------------------

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$2,235.20, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$25.50) in the total amount of \$2,260.70.

Exhibit A

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE COFINA TITLE III

July 31, 2017
Bill #: 310002
Billing Attorney: AAI

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
July 31, 2017:

Client.Matter: P1702 - 0

RE: GENERAL

Total Professional Services	\$ 702.00
Less Discount	<u>\$ -70.20</u>
Net Professional Services	\$ 631.80
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 631.80

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1702 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	T*	Task	Description	Hours	Rate	Amount
7/07/17	UMF	1	10	Receive and review email from W. Dalsen regarding Fiscal Plan and clawback provisions.(.20) Draft response thereto.(.50) Reviewing same issue with E. Trigo.(.10)	.80	195.00	156.00
7/08/17	UMF	1	10	Attend conf. call with W. Dalsen, H. Bauer and E. Trigo regarding Fiscal Plan and clawback provisions.	1.40	195.00	273.00
7/16/17	UMF	1	10	Receive and review email from C. Theodoritis regarding SUT.(.30) Draft response thereto.(.30)	.60	195.00	117.00
7/31/17	UMF	1	09	Review and finalize opposition to the bondholders motion to modify interpleader order in Adv. Proc. 17-133.	.80	195.00	156.00

*Note: transactions above with a T code other than 1 are taxable services

TOTAL PROFESSIONAL SERVICES	\$ 702.00
Less Discount	<u>\$ -70.20</u>
NET PROFESSIONAL SERVICES:	\$ 631.80

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
UBALDO M. FERNANDEZ BARRERA	3.60	195.00	702.00
Total	3.60		\$ 702.00

O'Neill & Borges LLC

Bill #: 310002

July 31, 2017

TOTAL THIS INVOICE

\$ 631.80

O'NEILL & BORGES LLC

FOMB IN RE COFINA TITLE III

August 3, 2017

Bill #: 305179

Billing Attorney: AAI

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
July 31, 2017:

Client.Matter: P1702 - 0

RE: GENERAL

Total Professional Services	\$ 2,057.50
Less Discount	<u>\$ -205.75</u>
Net Professional Services	\$ 1,851.75
Total Reimbursable Expenses	<u>\$ 25.50</u>
TOTAL THIS INVOICE	\$ 1,877.25

O'NEILL & BORGES LLC

Client.Matter: P1702 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
7/03/17	UMF	209	Reviewing and finalizing for filing informative motion and responses to motion on discovery matters in BNYM adversary proceeding.	1.50	195.00	292.50
7/03/17	MMB	219	Review email from H. Bauer regarding update to MLS chart. Updated MLS chart as requested by H. Bauer.	.20	125.00	25.00
7/03/17	MMB	219	Update chart of individuals MLS, as requested by H. Bauer, U. Fernandez.	.70	125.00	87.50
7/05/17	MMB	219	Review email from H. Bauer regarding MLS chart update. (.10) Updated chart as requested by H. Bauer. (.50) Docket court notice received by mail dated July 3, 2017, regarding opposition to South Parcel MLS, reply thereto - H. Bauer, U. Fernandez, D. Pérez. (.10) Review email from U. Fernandez regarding update of MLS chart. (.10)	.80	125.00	100.00
7/06/17	MMB	219	Review email from U. Fernandez regarding new filing for relief from stay, chart update. Update MLS chart, as requested by U. Fernandez.	.30	125.00	37.50
7/07/17	MMB	219	Docket court notice received by mail dated July 6, 2017, regarding deadlines to oppose MLS, movant's reply thereto - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
7/07/17	MMB	219	Docket court notice received by mail dated July 6, 2017, regarding transcript of 7/5/2017 hearing - H. Bauer, U. Fernandez, D. Pérez. Docket court notice received by mail dated July 7, 2017, regarding order on MLS 584. Update MLS charts.	.80	125.00	100.00

Bill #: 305179

August 3, 2017

7/10/17	MMB	219	Review email from H. Bauer regarding information to update chart on MLS Update MLS chart, as requested by H. Bauer.	.30	125.00	37.50
7/11/17	MMB	219	Docket court notice received by mail dated July 10, 2017, regarding opposition to MLS 362 of Caribbean Airport Facilities, reply thereto - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
7/12/17	DJP	206	Review draft motion for pro hac vice admission of Michael Firestein and incorporate relevant changes thereto.	.40	165.00	66.00
7/12/17	MMB	219	Review email from H. Bauer regarding MLS. Download case docket of 17-03283 to review filings, orders on lift of stays.	.30	125.00	37.50
7/13/17	MMB	219	Docket court notice received by mail dated July 13, 2017, regarding amended notice of withdrawal - H. Bauer, U. Fernandez, D. Pérez. Review case dockets. Update MLS chart.	1.50	125.00	187.50
7/14/17	MMB	219	Docket court notice received by mail dated July 13, 2017, regarding order to counsel for Sucesión Mandry Mercado to answer docket 634 - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
7/17/17	MMB	219	Docket court notice received by mail dated July 14, 2017, regarding opposition to motion for relief from stay dkt. 647, movant's reply thereto - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
7/17/17	MMB	219	Review case dockets. Update MLS chart, as requested by U. Fernandez, H. Bauer.	1.00	125.00	125.00
7/18/17	DJP	206	Review, discuss, incorporate relevant changes to Notice of Errata for Declaration of Jonathan I. Arnold, and file same through the court's electronic filing system for cases 17-ap-151 and 17-ap-152, and follow the corresponding filing protocol by notifying Prime Clerk (.40), and draft and send email to judge's chamber attaching such filings and coordinate delivery of such motion to the judge's chambers in Puerto Rico. (.20)	.60	165.00	99.00
7/19/17	MMB	219	Docket court notice received by mail dated July 17, 2017, regarding hearing on 17-03283 MLS Dkt. 26 - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50

O'Neill & Borges LLC

Bill #: 305179

August 3, 2017

7/20/17	MMB	219	Review email from H. Bauer regarding update of MLS chart. Updated MLS chart as requested by H. Bauer.	1.30	125.00	162.50
7/21/17	MMB	219	Docket court notice received by mail dated July 21, 2017, regarding scheduling order dkt. 176, 17-03566 - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
7/26/17	MMB	219	Docket court notice received by mail dated July 24, 2017, regarding order on motion for relief from stay by Edificio Bula, Inc. and Hospital San Juan Capestrano - H. Bauer, U. Fernandez, D. Pérez.	.40	125.00	50.00
7/26/17	MMB	219	Docket court notice received by mail dated July 26, 2017, regarding motions to dismiss, responses, replies - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
7/26/17	MMB	219	Review case dockets. Update MLS chart, as requested by H. Bauer, U. Fernandez.	1.40	125.00	175.00
7/27/17	MMB	219	Docket court notice received by mail dated July 26, 2017, regarding order on applicability of FRBP 2019 to Title III cases - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
7/27/17	MMB	219	Docket court notice received by mail dated August 1, 2017, regarding omnibus hearing - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
7/28/17	MMB	219	Review emails from H. Bauer regarding MLS chart update. Updated MLS chart as requested by H. Bauer.	.80	125.00	100.00
7/31/17	MMB	219	Docket court notice received by mail dated July 28, 2017, regarding opposition to motion for relief from stay dkt. 784, reply thereto. H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50

TOTAL PROFESSIONAL SERVICES \$ 2,057.50

Less Discount \$ -205.75

NET PROFESSIONAL SERVICES: \$ 1,851.75

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
UBALDO M. FERNANDEZ BARRERA	1.50	195.00	292.50
DANIEL J. PEREZ REFOJOS	1.00	165.00	165.00
MILAGROS MARCANO BAEZ	12.80	125.00	1,600.00

O'Neill & Borges LLC

Bill #: 305179

August 3, 2017

Total	15.30	\$ 2,057.50
--------------	--------------	--------------------

EXPENSES

Date	Description	Amount
7/12/17	DUPLICATING - AS OF 7/12/17 (3 Copies @ \$.25)	.75
7/12/17	DUPLICATING - AS OF 7/12/17 (6 Copies @ \$.25)	1.50
7/12/17	DUPLICATING - AS OF 7/12/17 (3 Copies @ \$.25)	.75
7/12/17	DUPLICATING - AS OF 7/12/17 (3 Copies @ \$.25)	.75
7/13/17	DUPLICATING - AS OF 7/13/17 (5 Copies @ \$.25)	1.25
7/13/17	DUPLICATING - AS OF 7/13/17 (1 Copies @ \$.25)	.25
7/13/17	DUPLICATING - AS OF 7/13/17 (5 Copies @ \$.25)	1.25
7/13/17	DUPLICATING - AS OF 7/13/17 (1 Copies @ \$.25)	.25
7/13/17	DUPLICATING - AS OF 7/13/17 (11 Copies @ \$.25)	2.75
7/14/17	DUPLICATING - AS OF 7/14/17 (60 Copies @ \$.25)	15.00
7/14/17	DUPLICATING - AS OF 7/14/17 (1 Copies @ \$.25)	.25
7/14/17	DUPLICATING - AS OF 7/14/17 (3 Copies @ \$.25)	.75

TOTAL REIMBURSABLE EXPENSES	\$ 25.50
-----------------------------	----------

TOTAL THIS INVOICE	\$ 1,877.25
---------------------------	--------------------

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3284-LTS

PUERTO RICO SALES TAX FINANCING
CORPORATION ("COFINA"),

Debtor.

-----X
**COVER SHEET TO FOURTH MONTHLY FEE APPLICATION OF O'NEILL &
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE FINANCIAL
OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS
REPRESENTATIVE OF DEBTOR, PUERTO RICO SALES TAX FINANCING
CORPORATION ("COFINA") FOR THE PERIOD OF AUGUST 1, 2017
THROUGH AUGUST 31, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	August 1, 2017 through August 31, 2017
Amount of compensation sought as actual, reasonable and necessary:	\$4,306.50
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$480.64
Total amount for this invoice:	\$4,787.14

This is a: X monthly ___ interim ___ final application

This is O&B's fourth monthly fee application in these cases.

On October 20, 2017 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012

Attn: Professor Arthur J. González
FOMB Board Member

and

Proskauer Rose LLP,
Eleven Times Square
New York, NY 10036

Attn: Martin J. Bienenstock, Esq.
Ehud Barak, Esq.,

and

Proskauer Rose LLP
70 West Madison Street
Chicago, IL 60602

Attn: Paul V. Possinger, Esq.

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower
7 Times Square
New York, NY 10036

Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee
for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Fee Examiner:

Godfrey & Kahn, S.C.
One East Main Street
Suite 500
Post Office Box 2719
Madison, WI 53701-2719
Attn: Brady C. Williamson

Co-Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
New York, NY 10166

Attn: Luc. A. Despins, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.

and

Casillas, Santiago & Torres, LLC (Proposed)
El Caribe Office Building
53 Palmeras Street, Suite 1601

San Juan, PR 00901-2419

Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Añeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP

919 Third Avenue

New York, NY 1022-3908

Attn: Robert Gordon, Esq.
Richard Levin, Esq.

And

Bennazar, García & Millian, C.S.P.

Edificio Union Plaza, PH-A Piso 18

416 Ave. Ponce de León

Hato Rey, PR 00918

Attn: A.J. Bennazar-Zequeira, Esq.

Summary of Legal Fees for the Period August 1, 2017 through August 31, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ubaldo M. Fernandez Barrera	Associate	Litigation	\$ 195.00	12.40	\$ 2,418.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 165.00	2.80	\$ 462.00
Gabriel L. Olivera Dubon	Associate	Litigation	\$ 175.00	1.10	\$ 192.50
Milagros Marcano Baez	Paralegal	Corporate	\$ 125.00	13.70	\$ 1,712.50

Totals 30.00 \$ 4,785.00

Less: 10% Courtesy discount \$ (478.50)

SUMMARY OF LEGAL FEES	\$ 4,306.50
------------------------------	--------------------

Summary of Disbursements for the Period August 1, 2017 through August 31, 2017

Description - Expenses	Amounts
Clerk's Office - US District Courts, Filing Fee New Adversary Procedure re: FOMB v. Ricardo Rosello, adv. 17-00250-CGB	\$ 400.00
Duplicating	\$ 1.25
Secretarial Overtime	\$ 79.39

Totals \$ 480.64

SUMMARY OF DISBURSEMENTS	\$ 480.64
---------------------------------	------------------

Summary of Legal Fees for the Period August 1, 2017 through August 31, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
203	Hearings and other non-filed communications with the Court	0.20	\$ 33.00
206	Documents Filed on Behalf fo the Board	2.60	\$ 397.00
207	Non-Board Court Filings	0.70	\$ 136.50
209	Adversary Proceeding	13.20	\$ 2,529.00
210	Analysis and Strategy	0.60	\$ 102.00
219	Docketing	12.70	\$ 1,587.50
			<u>\$ 4,785.00</u>
Less: 10% Courtesy Discount			\$ (478.50)
TOTALS		30.00	\$ 4,306.50

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$3,875.85, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$480.64) in the total amount of \$4,356.49.

Exhibit A

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE COFINA TITLE III

September 7, 2017
Bill #: 308506
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
August 31, 2017:

Client.Matter: P1702 - 0

RE: GENERAL

Total Professional Services	\$ 4,785.00
Less Discount	<u>\$ -478.50</u>
Net Professional Services	\$ 4,306.50
Total Reimbursable Expenses	<u>\$ 480.64</u>
TOTAL THIS INVOICE	\$ 4,787.14

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1702 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
8/02/17	MMB	219	Review email from H. Bauer regarding new MLS. Update MLS chart as requested by H. Bauer.	.30	125.00	37.50
8/03/17	UMF	207	Review and finalize CW/COFINA protocol stipulation and order for filing.	.70	195.00	136.50
8/03/17	MMB	219	Review emails from H. Bauer regarding deadline to file motions to dismiss.(.10) Update of MLS chart. (.10) Docket entry for H. Bauer, U. Fernandez, D. Pérez, regarding deadline to file motions to dismiss.(.10) Updated MLS chart, as requested by H. Bauer.(.10)	.40	125.00	50.00
8/04/17	MMB	219	Review docket entries. Update MLS chart.	.30	125.00	37.50
8/07/17	MMB	219	Docket court notice received by mail dated August 6, 2017, regarding reply to docket 706 - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
8/08/17	MMB	219	Update chart of adversary proceedings.	2.00	125.00	250.00
8/09/17	MMB	219	Docket court notice received by mail dated August 8, 2017, regarding scheduling order for briefing on motion - H. Bauer, U. Fernandez, D. Pérez. Update MLS chart.	1.30	125.00	162.50
8/10/17	MMB	219	Review email from U. Fernandez with instructions to include Proskauer attorneys in calendar of MLS notices. (.20) Conference with Finanxial C. Aviles to set up calendar program.(.20) Review calendar entries, revise calendar entries to include Proskauer attorneys.(.20)	.60	125.00	75.00
8/11/17	MMB	219	Docket court notice received by mail dated August 10, 2017, regarding deadline to assume or reject leases - H. Bauer, U. Fernandez, D. Pérez.	.20	125.00	25.00
8/14/17	UMF	209	Receive and review response to COFINA Senior's urgent motion on regarding discovery.	.90	195.00	175.50

O'Neill & Borges LLC

September 7, 2017

Bill #: 308506

8/14/17	MMB	219	Conference with U. Fernandez regarding updated MLS chart. Updated MLS chart as requested by U. Fernandez.	.90	125.00	112.50
8/15/17	MMB	219	Docket court notice received by mail dated August 15, 2017, regarding response to MLS of Josué Ismael Saavedra - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
8/16/17	UMF	209	Continue review and finalize for filing the response to COFINA Senior's urgent motion on discovery dispute.	.80	195.00	156.00
8/16/17	DJP	209	Review and finalize Response of the Financial Oversight and Management Board to the COFINA Senior Parties' Urgent Motion Regarding Discovery Disputes;(.40) Declaration of Julia D. Alonzo in Support of the Response of the Financial Oversight and Management Board to the COFINA Senior Parties' Urgent Motion Regarding Discovery Disputes and all related exhibits;(.40) File all such documents through the court's electronic filing system and complete filing protocol by notifying Prime Clerk LLC, downloading stamped versions of such filings and sending them to the presiding judge by email.(.40)	1.20	165.00	198.00
8/16/17	MMB	219	Docket court notice received by mail dated August 16, 2017, regarding deadlines to file response, reply to motion for relief from stay under 362[e] of Leslie Jay Bonilla, dkt. 1048 - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
8/17/17	DJP	209	Review proposed version of notice of appearance to be filed on behalf of Julia D. Alonzo and Jonathan E. Richman, draft and send email to counsel from Proskauer Rose LLP suggesting changes, and file the final version through the court's electronic filing system.	.30	165.00	49.50
8/17/17	MMB	219	Docket court notice received by mail dated August 16, 2017, regarding scheduling order and attendance procedures (Related document 741) - H. Bauer, U. Fernandez, D. Pérez.	.40	125.00	50.00
8/18/17	DJP	206	Review and finalize Informative Motion of Financial Oversight and Management Board Regarding Appearance at the August 22, 2017, file same through the court's electronic filing system and complete filing protocol by notifying Prime Clerk LLC and drafting and sending email to presiding judge attaching such filing.	.40	165.00	66.00

O'Neill & Borges LLC

Bill #: 308506

September 7, 2017

8/18/17	MMB	219	Docket court notice received by mail dated August 17,2017, regarding scheduling order - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
8/21/17	DJP	210	Review and analyze certain provisions of the COFINA enabling act and discuss various matters related thereto with counsel from Proskauer Rose LLP.	.30	165.00	49.50
8/21/17	MMB	219	Review case dockets.(.60) Update MLS chart as requested by H. Bauer.(.90)	1.50	125.00	187.50
8/22/17	DJP	206	Download and prepare transcript request form in connection with the hearing held before Magistrate Judge Judith Dein in case 17-133 and file same through the court's electronic filing system.	.40	165.00	66.00
8/23/17	MMB	219	Update MLS chart.(1.20) Docket entries for H. Bauer, U. Fernandez, D. Pérez, regarding various deadlines.(.80)	2.00	125.00	250.00
8/24/17	UMF	209	Prepare for and attend deposition of M. Rivera in Adv. Proc. 17-133.	4.30	195.00	838.50
8/24/17	DJP	203	Review invoice from transcript of hearing held on August 22 in the adversary proceeding for Bank of New York Mellon, and coordinate payment thereof.	.20	165.00	33.00
8/24/17	MMB	219	Docket court notice received by mail dated August 23, 2017 regarding order to file amended notice of withdrawal or motion for leave to withdraw - H. Bauer, U. Fernandez, D. Pérez.	.20	125.00	25.00
8/25/17	UMF	209	Prepare for and attend deposition of J. Velez in Adv. Proc. 17-133.	5.70	195.00	1,111.50
8/25/17	MMB	219	Docket court notice received by mail dated August 24, 2017, regarding joint status report - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
8/25/17	MMB	219	Docket court notice received by mail dated August 25, 2017, regarding Popular Auto's motion for relief from stay - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
8/29/17	MMB	219	Docket court notice received by mail dated August 29,2017, regarding deposition, summary judgment motions deadlines - 17-00133 - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
8/30/17	GOD	210	Review and edit the Notice of Filing of Creditor List for COFINA, and the exhibits attached.	.30	175.00	52.50

O'Neill & Borges LLC

Bill #: 308506

September 7, 2017

8/30/17	GOD	206	Prepare for filing, and file the Notice of Filing of Creditor List for COFINA, and the exhibits attached.(.50) Ensure compliance with the local rules and case management order and follow the notification protocol.(.30)	.80	175.00	140.00
8/31/17	MMB	219	Review email from U. Fernandez regarding docket entries.(.10) Docket entries for H. Bauer, U. Fernandez, D. Pérez, regarding depositions. Docket court notice received by mail dated August 30, 2017, regarding expedited hearing on (dkt. 360, case 17-00133).(20) Docket court notice received by mail dated August 31, 2017, regarding due date of FOMB's supplemental affidavit.(.20)	.50	125.00	62.50
8/31/17	MMB	206	Review email from H. Bauer regarding preparation of notices of appearance in appealed cases.(.30) Prepared draft notices of appearance for the court of appeals for the first circuit, as requested by H. Bauer.(.70)	1.00	125.00	125.00

TOTAL PROFESSIONAL SERVICES	\$ 4,785.00
Less Discount	<u>\$ -478.50</u>
NET PROFESSIONAL SERVICES:	\$ 4,306.50

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
UBALDO M. FERNANDEZ BARRERA	12.40	195.00	2,418.00
DANIEL J. PEREZ REFOJOS	2.80	165.00	462.00
GABRIEL L. OLIVERA DUBON	1.10	175.00	192.50
MILAGROS MARCANO BAEZ	13.70	125.00	1,712.50
Total	30.00		\$ 4,785.00

EXPENSES

Date	Description	Amount
8/28/17	DUPLICATING - AS OF 8/28/17 (3 Copies @ \$.25)	.75
8/28/17	CLERK'S OFFICE - US DISTRICT COURTS, FILING FEE NEW ADVERSARY PROCEDURE RE: FOMB v. RICARDO ROSELLO, ADV. 17-00250-CGB	400.00

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

O'Neill & Borges LLC

Bill #: 308506

September 7, 2017

8/29/17 DUPLICATING - AS OF 8/29/17 (2 Copies @ \$.25)

.50

8/31/17 SECRETARIAL OVERTIME as of 08-31-2017

79.39

TOTAL REIMBURSABLE EXPENSES

\$ 480.64

TOTAL THIS INVOICE

\$ 4,787.14

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹
-----X

In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3284-LTS

PUERTO RICO SALES TAX FINANCING
CORPORATION ("COFINA"),

Debtor.
-----X

**COVER SHEET TO FIFTH MONTHLY FEE APPLICATION OF O'NEILL &
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO SALES TAX
FINANCING CORPORATION FOR THE PERIOD OF SEPTEMBER 1, 2017
THROUGH SEPTEMBER 30, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	September 1, 2017 through September 30, 2017
Amount of compensation sought as actual, reasonable and necessary:	\$2,238.75
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$2,238.75

This is a: X monthly ___ interim ___ final application

This is O&B's fifth monthly fee application in these cases.

On October 20, 2017 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. González
FOMB Board Member

and

Proskauer Rose LLP,
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak, Esq.,

and

Proskauer Rose LLP
70 West Madison Street
Chicago, IL 60602
Attn: Paul V. Possinger, Esq.

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower
7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee
for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Fee Examiner:

Godfrey & Kahn, S.C.
One East Main Street
Suite 500
Post Office Box 2719
Madison, WI 53701-2719
Attn: Brady C. Williamson

Co-Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
and
Casillas, Santiago & Torres, LLC (Proposed)
El Caribe Office Building
53 Palmeras Street, Suite 1601

San Juan, PR 00901-2419

Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Afíeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP

919 Third Avenue

New York, NY 1022-3908

Attn: Robert Gordon, Esq.
Richard Levin, Esq.

And

Bennazar, García & Millian, C.S.P.

Edificio Union Plaza, PH-A Piso 18

416 Ave. Ponce de León

Hato Rey, PR 00918

Attn: A.J. Bennazar-Zequeira, Esq.

Summary of Legal Fees for the Period September 1, 2017 through September 30, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 280.00	0.40	\$ 112.00
Ubaldo M. Fernandez Barrera	Associate	Litigation	\$ 195.00	3.80	\$ 741.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 165.00	1.80	\$ 297.00
Milagros Marcano Baez	Paralegal	Corporate	\$ 125.00	10.70	\$ 1,337.50

Totals 16.70 \$ 2,487.50

Less: 10% Courtesy discount \$ (248.75)

SUMMARY OF LEGAL FEES	\$ 2,238.75
------------------------------	--------------------

Summary of Disbursements for the Period September 1, 2017 through September 30, 2017

Description - Expenses	Amounts
	\$ -

Totals \$ -

SUMMARY OF DISBURSEMENTS	\$ -
---------------------------------	-------------

Summary of Legal Fees for the Period September 1, 2017 through September 30, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
203	Hearings and other non-filed communications with the Court	0.30	\$ 49.50
206	Documents Filed on Behalf fo the Board	2.80	\$ 535.00
209	Adversary Proceeding	2.90	\$ 565.50
219	Docketing	8.50	\$ 1,062.50
220	Translations	2.20	\$ 275.00
			<u>\$ 2,487.50</u>
Less: 10% Courtesy Discount			\$ (248.75)
TOTALS		16.70	\$ 2,238.75

Exhibit A

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

October 12, 2017
Bill #: 310246
Billing Attorney: CGB

FOMB IN RE COFINA TITLE III

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
September 30, 2017:

Client.Matter: P1702 - 0

RE: GENERAL

Total Professional Services	\$ 2,487.50
Less Discount	<u>\$ -248.75</u>
Net Professional Services	\$ 2,238.75
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 2,238.75

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1702 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
9/01/17	MMB	220	Review email from U. Fernandez regarding translation of Angel Velez Rivera and others notice of intent to file MLS.(.10) Begin preparation of English translation of notice of intent, as requested by U. Fernandez.(.70)	.80	125.00	100.00
9/01/17	MMB	219	Update MLS chart, as requested by U. Fernandez.(2.30) Review emails from H. Bauer, regarding notices of intent to file MLS, review letters of intent.(.30) Revised chart to add notices of intent.(1.90)	4.50	125.00	562.50
9/08/17	UMF	206	Review and analyze Response of the FOMB to the Urgent Motion of the UCC for Intervention in BNYM Interpleader 17-133 and assign filing.	.90	195.00	175.50
9/08/17	DJP	206	Review and finalize Response of the Financial Oversight and Management Board for Puerto Rico to Urgent Motion of the Official Committee of Unsecured Creditors, in its Capacity as Agent for Commonwealth of Puerto Rico, for Leave to Intervene, file same through the court's electronic filing system for the case of caption, and complete filing protocol by notifying Prime Clerk LLC, and sending stamped copy via email to Judge's chambers, and coordinating delivery to her New York chambers.	.50	165.00	82.50
9/08/17	MMB	219	Update MLS chart.	1.10	125.00	137.50
9/08/17	MMB	220	Finish translation of Angel Velez Rivera and others notice of intent to file MLS, as requested by U. Fernandez.	1.40	125.00	175.00

O'Neill & Borges LLC

Bill #: 310246

October 12, 2017

9/12/17	DJP	206	File through the court's electronic filing system the Informative Motion of the Financial Oversight and Management Board Regarding Appearance at the September 15, 2017 Hearing, and complete filing protocol by notifying Prime Clerk LLC and sending stamped copy via email to Judge's chambers, and coordinating delivery to her New York chambers.	.30	165.00	49.50
9/12/17	MMB	219	Docket court notice received by mail dated September 11, 2017, granting Glenda Colón Figueroa's motion for relief from stay.(.10) Docket court notice received by mail dated September 11, 2017, regarding filing of MLS-Milagros Méndez Arvelo.(.10) Docket court notice received by mail dated September 11, 2017, regarding order terminating MLS 1255.(.10)	.30	125.00	37.50
9/14/17	MMB	219	Review notice of intent to file MLS.(.10) Update MLS chart, as requested by H. Bauer.(.20) Update deposition schedule, docket entries accordingly.(.10) Docket court notice received by mail dated September 14, 2017, regarding deadline to oppose case management order.(.20)	.60	125.00	75.00
9/15/17	UMF	209	Appear by telephone at hearing on UCC intervention in Adversary Proceeding 17-133.	1.20	195.00	234.00
9/15/17	DJP	206	Complete transcript request form in connection with the hearing held today in AP 17-133 and file same through the court's electronic filing system.	.30	165.00	49.50
9/17/17	UMF	209	Review and finalize for filing Urgent Informative Motion Of The Financial Oversight And Management Board For Puerto Rico Clarifying Statements Made At September 15, 2017 Hearing in Adv. Proc. 17-133.	1.70	195.00	331.50
9/17/17	DJP	206	Assist in the completion of filing protocol with respect to the Urgent Informative Motion Clarifying Statements Made at September 15, 2017 hearing, by obtaining stamped version of same and forwarding it via email to counsel from Proskauer Rose LLP.	.40	165.00	66.00
9/18/17	DJP	203	Review invoice pertaining to hearing transcript held on 9/15/2017, and coordinate payment of same.	.30	165.00	49.50
9/18/17	MMB	219	Docket court notice received by mail dated September 18, 2017, regarding term to respond to Board's motion 1258 - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50

O'Neill & Borges LLC

Bill #: 310246

October 12, 2017

9/19/17	HDB	206	Revise draft objection to the COFINA Agent's Motion Pursuant to 48 U.S.C. § 2161 and 11 U.S.C. § 105(a) for Order: (I) Confirming that 48 U.S.C. § 2125 Applies to COFINA Agent; (II) Confirming Retention of Local Counsel; and (III) Clarifying Payment of Fees and Expenses of COFINA Agent and Her Professionals.	.20	280.00	56.00
9/19/17	HDB	206	Review draft objection to the Application of COFINA Agent for Entry of Order Authorizing Retention of Centerview Partners LLC as Financial Advisor and Expert.	.20	280.00	56.00
9/27/17	MMB	219	Docket court notice received by mail dated September 18, 2017, regarding deadlines on transcript of 9/15/2017 hearing in case 17-00133.(.30) Docket court notice received by mail dated September 27, 2017, regarding deadline to file first amended complaint, motions to dismiss, other deadlines - H. Bauer, U. Fernandez, D. Pérez.(.30) Update MLS chart.(.40)	1.00	125.00	125.00
9/28/17	MMB	219	Docket court notice received by mail dated September 28, 2017, regarding motions for summary judgment - 17-03284 Adv. 17-00133, oppositions, replies - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
9/29/17	MMB	219	Update MLS chart.	.40	125.00	50.00

TOTAL PROFESSIONAL SERVICES	\$ 2,487.50
Less Discount	<u>\$ -248.75</u>
NET PROFESSIONAL SERVICES:	\$ 2,238.75

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.40	280.00	112.00
UBALDO M. FERNANDEZ BARRERA	3.80	195.00	741.00
DANIEL J. PEREZ REFOJOS	1.80	165.00	297.00
MILAGROS MARCANO BAEZ	10.70	125.00	1,337.50
Total	16.70		\$ 2,487.50

TOTAL THIS INVOICE

\$ 2,238.75

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE